

**AMENDMENT NUMBER ELEVEN
TO
AGREEMENT Z1000000063
BETWEEN THE COUNTY OF ORANGE
AND
GLOBAL-TEL LINK INMATE TELEPHONE SERVICES**

This AMENDMENT NUMBER ELEVEN, to Contract Number Z1000000063 (hereinafter "AMENDMENT NUMBER ELEVEN") is made upon execution of all necessary signatures between the County of Orange, a political subdivision of the State of California, hereinafter "COUNTY," and Global Tel-Link Corporation, with a business address of 2609 Cameron Street, Mobile, AL 36607, hereinafter referred to as "CONTRACTOR".

RECITALS

WHEREAS the COUNTY and TCG Public Communications, Inc., a wholly owned subsidiary of AT&T Corporation, executed a CONTRACT for Inmate Telephone Services ("ORIGINAL AGREEMENT") effective June 3, 2003 through and including June 2, 2006;

WHEREAS, TCG Public Communications, Inc. was acquired by Global Tel-Link ("CONTRACTOR") in 2005;

WHEREAS, COUNTY and CONTRACTOR amended the ORIGINAL AGREEMENT (hereinafter "AMENDMENT NUMBER ONE") to reflect an increase of 1% for a new Monthly Gross Revenue (MGR) of 54% and CONTRACTOR agreed to submit payment for this true up amount of \$3,336.38;

WHEREAS, COUNTY and CONTRACTOR renewed the ORIGINAL AGREEMENT (hereinafter "AMENDMENT NUMBER TWO"), for an additional one (1) year term of June 3, 2006 through and including June 2, 2007;

WHEREAS, COUNTY and CONTRACTOR amended the ORIGINAL AGREEMENT (hereinafter "AMENDMENT NUMBER THREE") to allow for a change-out of existing Tele-Quip inmate telephone platform for new GTL equipment, at no additional charge to the COUNTY, and in addition, to renew the ORIGINAL AGREEMENT for an additional one (1) year term of June 3, 2007 through and including June 2, 2008;

WHEREAS, COUNTY and CONTRACTOR renewed the ORIGINAL AGREEMENT (hereinafter "AMENDMENT NUMBER FOUR"), for an additional one (1) year term of June 3, 2008 through and including June 2, 2009;

WHEREAS, COUNTY and CONTRACTOR amended the ORIGINAL AGREEMENT (hereinafter "AMENDMENT NUMBER FIVE") to install and record one inmate phone at the Western Anaheim CMS Unit to be used for collect calls only and to reflect that the cost to operate and service the unit will outweigh any revenue generated and the COUNTY agreed that no commission will be collected at this location;

WHEREAS, COUNTY and CONTRACTOR renewed the ORIGINAL AGREEMENT as Contract Number MA-060-10013187 (hereinafter "AMENDMENT NUMBER SIX"), for an additional one (1) year term of June 3, 2009 through and including June 2, 2010;

WHEREAS COUNTY and CONTRACTOR renewed the ORIGINAL AGREEMENT, as Contract Number MA-060-10013187 (hereinafter "AMENDMENT NUMBER SEVEN"), for an additional one (1) year term of June 3, 2010 through and including June 2, 2011;

WHEREAS COUNTY and CONTRACTOR amended the ORIGINAL AGREEMENT (hereinafter "AMENDMENT NUMBER EIGHT") to modify the Scope of Work for the purchase of Prepaid Calling Cards;

WHEREAS COUNTY and CONTRACTOR renewed the ORIGINAL AGREEMENT, as Contract Number MA-060-11012076 (hereinafter "AMENDMENT NUMBER NINE"), for an additional one (1) year term of June 3, 2011 through and including June 2, 2012;

WHEREAS COUNTY and CONTRACTOR renewed the ORIGINAL AGREEMENT, as Contract Number MA-060-12011648 (hereinafter "AMENDMENT NUMBER TEN"), for an additional one (1) year term of June 3, 2012 through and including June 2, 2013;

WHEREAS, COUNTY desires to amend contract MA-060-12011648 to extend the contract term for six (6) months through December 2, 2013 and continue receiving services from CONTRACTOR and the CONTRACTOR has agreed to provide these goods/services at the rates set forth in the ORIGINAL AGREEMENT and AMENDMENT NUMBER EIGHT;

NOW THEREFORE, in consideration of the mutual obligations set forth herein, both COUNTY and CONTRACTOR agree as follows:

1. **ARTICLES**

- a. Additional Terms and Conditions, Section Term of Contract, of the ORIGINAL AGREEMENT is amended to read in its entirety as follows:

1. **Term of Contract:**

This contract shall commence upon execution of all necessary signatures, and continue in effect from 6/3/03 through and including 12/2/13, unless otherwise terminated by COUNTY. The period of 6/3/03 through and including 6/2/10 shall be known as Contract number Z1000000063. The period of 6/3/10 through and including 6/2/11 shall be known as Contract Number MA-060-10013187. The period of 6/3/11 through and including 6/2/12 shall be known as Contract Number MA-060-11012076. The period of 6/3/12 through and including 12/2/13 shall be known as Contract Number MA-060-12011648.

2. A true and correct copy of the ORIGINAL AGREEMENT (Contract Number Z1000000063) is attached hereto as Exhibit A and incorporated by this reference.
3. A true and correct copy of AMENDMENT NUMBER ONE (Contract Number Z1000000063) is attached hereto as Exhibit B and incorporated by this reference.
4. A true and correct copy of AMENDMENT NUMBER TWO (Contract Number Z1000000063) is attached hereto as Exhibit C and incorporated by this reference.
5. A true and correct copy of AMENDMENT NUMBER THREE (Contract Number Z1000000063) is attached hereto as Exhibit D and incorporated by this reference.
6. A true and correct copy of AMENDMENT NUMBER FOUR (Contract Number Z1000000063) is attached hereto as Exhibit E and incorporated by this reference.
7. A true and correct copy of AMENDMENT NUMBER FIVE (Contract Number Z1000000063) is attached hereto as Exhibit F and incorporated by this reference.
8. A true and correct copy of AMENDMENT NUMBER SIX (Contract Number Z1000000063) is attached hereto as Exhibit G and incorporated by this reference.
9. A true and correct copy of AMENDMENT NUMBER SEVEN (Contract Number MA-060-10013187) is attached hereto as Exhibit H and incorporated by this reference.
10. A true and correct copy of AMENDMENT NUMBER EIGHT (Contract Number MA-060-10013187) is attached hereto as Exhibit I and incorporated by this reference.
11. A true and correct copy of AMENDMENT NUMBER NINE (Contract Number MA-060-11012076) is attached hereto as Exhibit J and incorporated by this reference.
12. A true and correct copy of AMENDMENT NUMBER TEN (Contract Number MA-060-12011648) is attached hereto as Exhibit K and incorporated by this reference.
13. All other terms and conditions of the ORIGINAL AGREEMENT, AMENDMENT NUMBER ONE, AMENDMENT NUMBER TWO, AMENDMENT NUMBER THREE, AMENDMENT NUMBER FOUR, AMENDMENT NUMBER FIVE, AMENDMENT NUMBER SIX, AMENDMENT NUMBER SEVEN, AMENDMENT NUMBER EIGHT, AMENDMENT NUMBER NINE, and AMENDMENT NUMBER TEN except as amended in this AMENDMENT NUMBER ELEVEN herein shall remain unchanged, in full force and effect. All obligations of the Parties that would have been terminated on June 2, 2013 are hereby extended to December 2, 2013.

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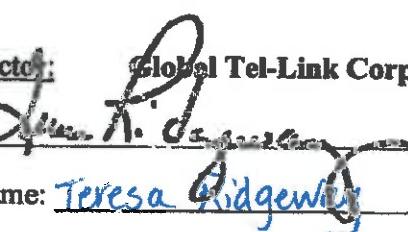
IN WITNESS WHEREOF, the Parties have executed this AMENDMENT NUMBER ELEVEN to Contract Number Z1000000063.

*Contractor: Global Tel-Link Corporation

By:  Title: President + COO

Print Name: Jeffrey B. Haidinger Date: 5/10/13

*Contractor: Global Tel-Link Corporation

By:  Title: SVP + Corporate Secretary

Print Name: Teresa Ridgewell Date: 5/10/13

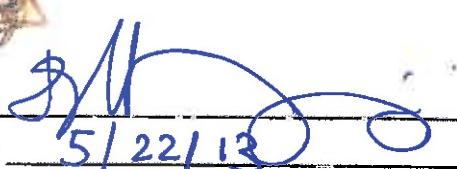
*If a corporation, the document must be signed by two corporate officers. The first signature must be either the Chairman of the Board, President, or any Vice President. The second signature must be the secretary, an assistant secretary, the Chief Financial Officer, or any assistant treasurers. In the alternative, a single corporate signature is acceptable when accompanied by a corporate document demonstrating the legal authority of the signature to bind the company.

County Of Orange

A political subdivision of the State of California



Sheriff-Coroner Department

By:  Title: Purchasing Manager
Date: 5/22/13

Approved by Board of Supervisors on: 5/21/13

Approved as to Form
Office of the County Counsel
Orange County, California

by  Deputy

EXHIBIT A

ORIGINAL AGREEMENT (Contract Number Z1000000063)

EXHIBIT B

AMENDMENT NUMBER ONE (Contract Number Z1000000063)

EXHIBIT C

AMENDMENT NUMBER TWO (Contract Number Z1000000063)

EXHIBIT D

AMENDMENT NUMBER THREE (Contract Number Z1000000063)

EXHIBIT E

AMENDMENT NUMBER FOUR (Contract Number Z1000000063)

EXHIBIT F

AMENDMENT NUMBER FIVE (Contract Number Z1000000063)

EXHIBIT G

AMENDMENT NUMBER SIX (Contract Number Z1000000063)

EXHIBIT H

AMENDMENT NUMBER SEVEN (Contract Number MA-060-10013187)

EXHIBIT I

AMENDMENT NUMBER EIGHT (Contract Number MA-060-10013187)

EXHIBIT J

AMENDMENT NUMBER NINE (Contract Number MA-060-11012076)

EXHIBIT K

AMENDMENT NUMBER TEN (Contract Number MA-060-12011648)